

\$45.00

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December 1, 1989

RECORDATION NO. 16579-B FILED 1425

DEC 1 1989 -11 30 AM 9-335A003

BY HAND

INTERSTATE COMMERCE COMMISSION

Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed are an original and one copy of a document, described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. The document to be recorded is:

A Lease Agreement Termination (Partial), a secondary document, dated as of December 1, 1989; the primary document to which this is connected is recorded under Recordation No. 16579, and dated as of October 10, 1989. We believe that this Termination (Partial) should be assigned Recordation No. 16579-B.

The names and addresses of the parties to the document are as follows:

Lessor:	Electro-Motive Division General Motors Corporation La Grange, Illinois 60525
Lessee:	Soo Line Railroad Company Soo Line Building 105 South Fifth Street Box 530 Minneapolis, Minnesota 55440

Victoria Burton
President

Noreta R. McGee
December 1, 1989
Page 2

A description of the equipment covered by this document follows:

2 General Motors EMD 3800 H.P. Model SD-60M
Diesel Electric Locomotives bearing
manufacturers numbers 886055-1 through
886055-2, inclusive, and Soo Line road
numbers 6058 through 6059, inclusive.

A fee of \$45.00 is enclosed to cover this recordation and two related recordations. Please stamp and return to the messenger any documents not needed by the Commission for recordation, along with a stamped copy of this letter.

A short summary of the document, to appear in the Commission's index, follows:

Lease Agreement Termination (Partial):

Lease Agreement Termination (Partial) between Electro-Motive Division, General Motors Corporation, La Grange, Illinois 60525, Lessor, and Soo Line Railroad Company, Soo Line Building, 105 South Fifth Street, Box 530, Minneapolis, Minnesota 55440, Lessee, dated as of December 1, 1989, covering 2 General Motors EMD 3800 H.P. Model SD-60M Diesel Electric Locomotives bearing manufacturers numbers 886055-1 through 806055-2, inclusive, and Soo Line road numbers 6058 through 6059, inclusive.

Sincerely,



Brian L. Rubin

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/1/89

OFFICE OF THE SECRETARY

Brian L. Rubin
Sidley & Austin
1729 Eye StN.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/1/89 at 11:30^{am} and assigned recordation number(s). 16303-F, 16303-G 16~~579~~9-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

LEASE AGREEMENT TERMINATION

(PARTIAL)

RECORDATION NO. 16579-B
DEC 1 1989 - 11 30 AM
INTERSTATE COMMERCE COMMISSION

This terminates the Lease Agreement, dated October 10, 1989, ("Lease") between Soo Line Railroad Company ("Railroad") a Minnesota corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the following locomotives: 6058 through 6059, inclusive, (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to locomotives 6060 through 6062, inclusive and continues in full force and effect.

WHEREAS, Railroad and EMD executed a Lease Agreement, dated October 10, 1989, relating to the equipment described in Schedule 1 hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on October 25, 1989 at 9:55 a.m. Recordation No. 16579.

WHEREAS, the parties hereto desire to terminate and cancel and Lease with respect to the Terminated Equipment and to record this termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease, effective December 1, 1989 with respect to the Terminated Equipment.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Lease.
3. The parties agree that the Lease and the above mentioned recordation with the ICC shall continue in full force and effect with respect to locomotives 6060 through 6062, inclusive.
4. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

Attest: _____

SOO LINE RAILROAD COMPANY

By: Paul D. Gilmore
Paul D. Gilmore

Title: Sr. Vice President - Operations

Attest: _____

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

By: _____

Title: _____

0339c(1)

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

SOO LINE RAILROAD COMPANY

Attest: _____

By: _____

Title: _____

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest: 

By: 

Title: V.P. & General Manager

0339c(1)

STATE OF ILLINOIS)
COUNTY OF COOK)

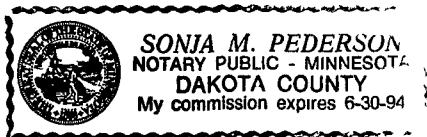
On this ____ day of _____, 1989, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is the _____ of Electro-Motive Division, General Motors Corporation ("EMD"), that said instrument was signed on behalf of EMD by Authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of EMD.

Notary Public
My Commission Expires:

STATE OF MINNESOTA)
COUNTY OF HENNEPIN)

On this 27th day of November, 1989, before me personally appeared Paul D. Gilmore, to me personally known, who is being by me duly sworn, says that he is the Sr. Vice President - Operations of Soo Line Railroad Company, ("Soo"), that said instrument was signed on behalf of Soo by Authority of its Board of Directors, and ~~(s)~~ he acknowledged that the execution of the foregoing instrument was the free act and deed of Soo.


Notary Public
My Commission Expires:



State of Illinois)
County of Cook) ss.

On this 1st day of December, 1989, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a Vice President & General Manager of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Juanita Acantilado
Notary Public

My commission expires:

April 17, 1992



State of _____)
County of _____) ss.

On this _____ day of _____, 1989, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of the Soo Line Railroad Company, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My commission expires:

SCHEDULE 1

Description of Locomotives

<u>Description</u>	<u>Manufacturer</u>	<u>Manuf. Serial No.</u>	<u>Lessee's Road No.</u>	<u>Purchase Price</u>
3800 H.P. Model SD-60M Diesel Electric Locomotive	Electro-Motive Division General Motors Corporation	886 055-1	6058	\$1,409,350
"	"	886 055-2	6059	\$1,409,350